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**D209015632**

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**SECOND AMENDMENT OF OIL, GAS AND MINERAL LEASE**

STATE OF TEXAS       §  
                                     §  
COUNTY OF TARRANT §

This Second Amendment of Oil, Gas and Mineral Lease ("Second Amendment") dated effective January 20, 2008, is entered into by and between Steve W. Flowers, 1101 Heritage Parkway, Mansfield, Texas 76063 ("Flowers" or "Lessor"), and XTO Energy, Inc., a Delaware corporation, 810 Houston Street, Fort Worth, Texas 76102 ("XTO" or "Lessee").

**RECITALS**

a. Whereas, "Flowers", as Lessor, and Adexco Production Company, as Lessee, entered into that certain Oil, Gas and Mineral Lease dated June 16, 2004, recorded as Instrument No. D204226948, Official Public Records, Tarrant County, Texas (the "Lease"), covering 49.618 acres of land, more or less, out of the D. McQueen Survey, A-1025, said land being in Tarrant County, Texas and being more fully described in the Lease.

b. Whereas, the Lease was assigned to XTO in that certain Partial Assignment of Leases dated August 4, 2004, recorded as Instrument No. D20424495, Official Public Records, Tarrant County, Texas, and also in that certain Assignment and Bill of Sale dated December 9, 2005, but effective as of November 1, 2005, recorded as Instrument No. D205366597, Official Public Records, Tarrant County, Texas.

c. Whereas, Flowers and XTO entered into that certain Amendment of Oil, Gas and Mineral Lease dated effective May 23, 2007, pursuant to which the Lease was amended in several respects.

d. Whereas, Flowers and XTO desire to further amend the Lease.

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## **AGREEMENT AND AMENDMENT**

Now, therefore, for and in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree as follows:

1. Paragraph 1 of the Lease is hereby amended so as to specify that the land covered by the Lease (including strips and gores) contains 51.3534 acres, more or less.

2. Paragraph 3 of the Lease is hereby amended so as to increase the royalty percentage to be paid by Lessee to Lessor on oil and on gas, including casinghead gas or other gaseous substances, to twenty-five percent (25%).

3. The Lease is hereby amended so as to include the following provision:

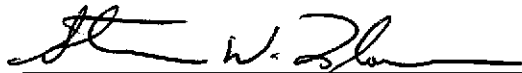
XTO will commit to drill at least one more well ("Additional Well") within the "Flowers Unit" (which is comprised of 144.881 acres) if, one year from completion of the first unit well, the first unit well continually produces and has an open flow rate of at least 2,000,000 cubic feet of gas per day for a period of two consecutive months. If so, XTO shall commence operations on the Additional Well within sixty days after the end of said one year period.

4. Lessor hereby adopts, ratifies, and confirms the Lease as to all of the terms and provisions therein, as previously amended and as amended herein, and for the same consideration, Lessor does hereby lease, grant, demise and let the lands covered by the Lease unto Lessee, its successors and assigns, in accordance with all of terms and provisions of the Lease, as previously amended and as amended herein.

5. Except as previously amended and as amended herein, the Lease remains in full force and effect as originally written.

IN WITNESS WHEREOF, this instrument is executed on the 20<sup>th</sup> day of January, 2009.

**Lessor:**

  
\_\_\_\_\_  
Steve W. Flowers

Lessee:

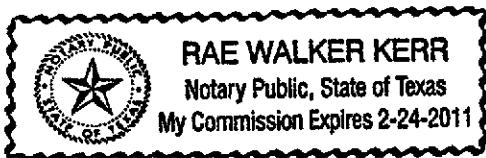
**XTO Energy Inc.,  
a Delaware corporation**

By: Edwin S. Ryan, Jr.  
Name: EDWIN S. RYAN, JR.  
Title: SR. Vice President - Land Administration

**ACKNOWLEDGMENT**

STATE OF TEXAS           )  
  )  
COUNTY OF TARRANT    )

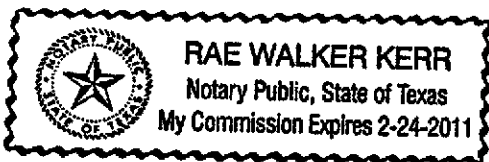
This instrument was acknowledged before me on this the 20<sup>th</sup> day of January, 2009 by Steve W. Flowers.



Rae Walker Kerr  
Notary Public in and for the State of Texas

STATE OF Texas       §  
                                 §  
COUNTY OF Tarrant   §

This instrument was acknowledged before me on this 20<sup>th</sup> day of January, 2009 by Edwin S. Ryan, Jr., the SR. V.P. Land Administration of XTO Energy Inc., a Delaware corporation, on behalf of said corporation.



Rae Walker Kerr  
Notary Public in and for the State of Texas